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8 Attorneys for Defendant
9 BANC OF CALIFORNIA, INC.

10 UNITED STATES DISTRICT COURT
11 CENTRAL DISTRICT OF CALIFORNIA

12 IN RE BANC OF CALIFORNIA
13 SECURITIES LITIGATION

SACV 17-00118 AG (DFMx)
consolidated with
SACV 17-00138 AG (DFMx)

14
15 **DECLARATION OF MARK R.**
16 **MCDONALD IN SUPPORT OF**
17 **DEFENDANTS' JOINT REQUEST**
18 **FOR JUDICIAL NOTICE AND FOR**
19 **INCORPORATION OF**
20 **DOCUMENTS BY REFERENCE**

21 Judge: Honorable Andrew J. Guilford
22 Date: August 14, 2017
23 Time: 10:00 a.m.
24 Place: Department 10D
25
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DECLARATION OF MARK R. MCDONALD

1 I, Mark R. McDonald, hereby declare and state as follows:

2 1. I am a member of the California Bar and am admitted to practice
3 before this Court. I am a partner with Morrison & Foerster LLP, counsel of record
4 for Defendant Banc of California, Inc. ("Company"). I have personal knowledge of
5 each of the matters set forth below, and, if called as a witness, I could and would
6 testify to each of them under oath.

7 2. A true and correct copy of the Company's October 18, 2016 8-K, Ex.
8 99.3, as filed with the United States Securities and Exchange Commission ("SEC"),
9 is attached hereto as Exhibit 1.

10 3. A true and correct copy of the Company's January 25, 2017 8-K, Ex.
11 99.3, as filed with the SEC, is attached hereto as Exhibit 2.

12 4. A true and correct copy of the Company's January 25, 2017 8-K, Ex.
13 99.2, as filed with the SEC, is attached hereto as Exhibit 3.

14 5. A true and correct copy of the Company's February 9, 2017 8-K, Ex.
15 99.2, as filed with the SEC, is attached hereto as Exhibit 4.

16 6. A true and correct copy of the Company's 10-K for Fiscal Year 2014,
17 as filed with the SEC, is attached hereto as Exhibit 5.

18 7. A true and correct copy of the Company's 10-K for Fiscal Year 2015,
19 as filed with the SEC, is attached hereto as Exhibit 6.

20 8. A true and correct copy of the Company's 10-K for Fiscal Year 2016,
21 as filed with the SEC, is attached hereto as Exhibit 7.

22 9. A true and correct copy of the Company's 10-Q for Third Quarter
23 2015, as filed with the SEC, is attached hereto as Exhibit 8.

24 10. A true and correct copy of the Company's 10-Q for First Quarter 2016,
25 as filed with the SEC, is attached hereto as Exhibit 9.

26 11. A true and correct copy of the Company's 10-Q for Second Quarter
27 2016, as filed with the SEC, is attached hereto as Exhibit 10.

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12. A true and correct copy of the Company's 10-Q for Third Quarter 2016, as filed with the SEC, is attached hereto as Exhibit 11.

13. A true and correct copy of a blog post entitled "BANC: Extensive Ties to Notorious Fraudster Jason Galanis Make Shares Un-Investible," posted on the website *SeekingAlpha.com* by "Aurelius" on October 18, 2016, is attached hereto as Exhibit 12.

14. A true and correct copy of the Company's August 4, 2015 8-K, as filed with the SEC, is attached hereto as Exhibit 13.

15. A true and correct copy of the Company's September 20, 2016 8-K, as filed with the SEC, is attached hereto as Exhibit 14.

16. A true and correct copy of Kemper Corporation's September 22, 2016 8-K, as filed with the SEC, is attached hereto as Exhibit 15.

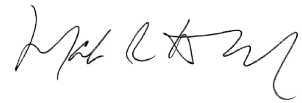
17. A true and correct copy of an SEC Form 4 for James McKinney, dated October 6, 2015, is attached hereto as Exhibit 16.

18. A true and correct copy of an SEC Form 4 for James McKinney, dated January 6, 2016, is attached hereto as Exhibit 17.

19. A true and correct copy of an SEC Form 4 for James McKinney, dated April 28, 2016, is attached hereto as Exhibit 18.

20. A true and correct copy of an SEC Form 4 for James McKinney, dated October 3, 2016, is attached hereto as Exhibit 19.

Executed on June 30, 2017, at Los Angeles, California.



Mark R. McDonald